



March 22, 2005

Mr. Jonathan G. Katz  
Secretary  
U.S. Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549

Re: File Number 4-497; Experiences with implementing the requirements of Section 404 of the Sarbanes-Oxley Act of 2002

Dear Mr. Katz:

We are pleased that you have endeavored to gather feedback regarding the effect that Section 404 of the Sarbanes-Oxley Act of 2002 (the "Act") has had upon companies during the 2004 implementation period. It is our hope that, as a result of your evaluation of the experiences of the respondents, changes to the requirements and further guidance will be forthcoming. To that end, here are our observations:

1. Guidance provided by the Securities and Exchange Commission (the "SEC") and the Public Company Accounting Oversight Board (the "PCAOB") has been somewhat inadequate with respect to guidance both for the benefit of the registrant and guidance for the public accounting firms. We believe that, absent specific guidance specifically tailored to each participant in the process, the resulting interpretations serve to add to the difficulties of implementation. Through our experiences and experiences of our contemporaries, we see evidence of great variance with respect to interpretation of the guidelines for documentation and testing.
2. In addition, with respect to guidance, we see the guidance as being somewhat 'one size fits all'. To date, the guidance has given little consideration to the fact that the relative size and complexity of a registrant's organization will have a significant impact on the 404 implementation process.
3. The costs of implementing 404 are a significant burden, especially when considering the fact that the costs will to a great extent be annually recurring expenses. Combined with the ever-increasing costs of compliance in other areas, these costs serve to make public companies increasingly less competitive.
4. Based upon our observations the 404 process has and will continue to distract management from the business of adding shareholder value.
5. We do feel that there are a number of recent changes which public companies have been required to make which have had a positive impact. These changes are also very cost-effective, and we feel that they are easily sustainable with reasonable incremental cost. Among them are the new requirements regarding 'whistle-blower' hotlines, requirements regarding director independence, and senior management's required certification of the annual and interim financial statements.

While the items cited above primarily represent our own personal experiences and observations, we believe that our opinions are shared by many of the entities affected by the Act. Again, allow us to thank you for your efforts to solicit feedback regarding this matter.

Best regards,

Simon R. C. Wadsworth  
Chief Financial Officer  
Mid America Apartment Communities, Inc.